it to Rainbow. That work was in progress but had not been completed when Rainbow filed its Opposition to the Dover tariff on November 30, 1995.

- I did indeed inform Mr. Dejoy that the converter units Bell Atlantic will make available for use on the Dover system are manufactured by Philips Consumer Electronics Co. I also informed him, after internal discussions resulted in a definitive leasing proposal, that Bell Atlantic would make such converter units available for a rate of \$6.00 per month, which included not only the unit rental, but also installation and maintenance of both the converter unit and the end user subscriber's associated inside wiring. Rainbow has neither accepted nor rejected Bell Atlantic's lease terms.
- 15. I also informed Mr. Dejoy that Rainbow could purchase those converter units directly from Philips, or that Rainbow could itself develop, or ask other third party vendors to develop, converter units that meet the technical specifications for the interface between the video dialtone network and that converter unit.
- 16. Bell Atlantic published the technical specifications for the interface between a converter unit and the network, which specifies the protocols, signalling and other technical requirements that a programmer-customer's converter unit must use to interface with the network. Those technical specifications were also provided to Rainbow on May 10, 1995.

Dejoy on October 19, 1995, Mr. Dejoy's characterization of my comments is incomplete and therefore misleading. When asked by Mr. Dejoy whether FutureVision was paying the same converter unit lease rates as Rainbow, I responded that Rainbow has no lease agreement yet with Bell Atlantic. I also told Mr. Dejoy that the terms of

With regard to my telephone conversation with Mr.

were proprietary customer information, and that I could

the 1992 contract between Bell Atlantic and FutureVision

not discuss, confirm or deny any terms of the contract.

I hereby declare, under penalty of perjury, that the foregoing is true and correct to the best of my knowledge and belief.

John C. Phillips

Dated: December 20, 1995

17.

BELL ATLANTIC

VIDEO DIALTONE

SERVICE

March 1995

WHAT DO I NEED TO BE A VIP?

WHAT BELL ATLANTIC PROVIDES

Switched Digital Fiber-to-the-Curb technology:

- A transport network to send programming to end-users
- Initial offering includes digital broadcast, digital narrowcast and interactive messaging services
- VDT access link from the VIP head-end to Bell Atlantic's Video Distribution Office (VDO)
- Packet switch capacity for messaging
- Menu of channels / programs
- Access to administration system (Video Administration Module VAM)
- VIP support centers
- Inside wire and set top units (optional)
- Optional for IMTV:
 ATM switching for VIP interactive channels
 Level 1 Gateway access
 Upstream signaling channels from the subscriber to the VIP Level 2
 Gateway

WHAT A VIP PROVIDES

- Head-end facilities for receiving signals (for Broadcast channels)
- MPEG-2 digital encoders (ATM adapted)
- Programming content
- Hardware and software to interface with VAM
- Sales and marketing of programming to end-users
- Business system for the provision of billing, maintenance, etc.
- Inside wire and set top units (optional)
- Optional for IMTV: Text server and / or video server Level 2 Gateway

Hybrid Fiber-Coax technology:

- A transport network to send programming (analog, off-oir, PEG channels and menu) to end-users
- Offering includes analog broadcast, digital broadcast and digital interactive services
- VDT access link from the VIP head-end to Bell Atlantic's VDO
- Menu of channels / programs
- VIP support centers
- Inside wire and set top units (optional)
- Optional for IMTV:
 ATM switching for VIP interactive channels
 Level 1 Gateway access
 Upstream signaling channels from the subscriber to the VIP Level 2
 Gateway

- Head-end facilities for receiving signals (for Broadcast channels)
- MPEG-2 digital encoders (ATM adapted)
- Programming content
- Sales and marketing of programming to end-users
- Business system for the provision of billing, maintenance, etc.
- Inside wire and set top units (optional)
- Optional for IMTY:
 VOD server
 Level 2 Gateway

Asymmetric Digital Subscriber Line (ADSL) technology:

- A transport network to send programming to end-users
- Ports are made available to VIPs for use in the market trial
- VDT service link from the VIP server to the Bell Atlantic central office
- Central office and end-user ADSL units
- Level 1 Gateway
- VIP support centers

- Digitally encoded, compressed programming
- Server (or similar storage device)
- Menuing system (or similar methodology)
- Set top unit to decompress and decode the incoming video signal
- Sales and marketing of programming to end-users
- Business system for the provision of billing, maintenance, etc.

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Bell Atlantic Network Services, Inc. Two Bell Atlantic Plaza 1320 N. Court House Rd., 9th Floor Arlington, VA 22201 703-974-4818 FAX 703-974-1187

Hardy F. Moebius Executive Director Video Dialtone Sales & Marketing

May 10, 1995

Ms. Andrea Greenberg Rainbow Programming Holdings, Inc. 150 Crossways Park West Woodbury, NY 11797

Dear Ms. Greenberg:

We have a lot of information to share with you concerning your participation on the Dover Township video dialtone system. Although we plan on discussing this information with you in face-to-face meetings, we thought it might be helpful for you to receive some of the information in advance. Please find enclosed the following materials:

Interface Specifications - technical specifications required for interconnection with Bell Atlantic's video dialtone network. The following seven technical references are enclosed:

TR-72550

TR-72211

TESP-0106 - TESP-0115

TR-0116

• TESP-0115 • TR-0117

(You will need an eighth interface specification, TR-NWT-000499. Cathy Forstner will forward this document to you within the next few weeks.)

Video Information Provider (VIP) Compliance and Product Testing Information - information pertaining to compliance testing requirements and product testing facilities available to VIPs.

Two copies of a Bell Atlantic Non-disclosure Statement - official document assuring confidentiality of shared materials between your company and Bell Atlantic. I would appreciate it if you would sign both copies (one copy will be returned to you with a Bell Atlantic signature) of this document and return it by May 24, 1995

> Cathy Forstner VIP Sales Center 7833 Walker Drive 2nd Floor Greenbelt, MD 20770

Additional information will be forwarded to you in the coming weeks. If you have any questions about any of the enclosed documents, please contact me at (703) 974-4818 or Cathy Forstner at (800) 215-0070. I look forward to seeing you to discuss additional details you will need to know to provide programming on Bell Atlantic's video dialtone network.

Nardy & Marbins (RO)

Enclosures

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Bell Atlantic Network Services, Inc. Two Bell Atlantic Plaza 1320 N. Court House Rd., 9th Floor Arlington, VA 22201 703-974-4818 FAX 703-974-1187 Hardy F. Moebius
Executive Director
Video Dialtone Sales & Marketing

July 6, 1995

Ms. Andrea Greenberg Senior Vice Pres., Business Affairs Rainbow Programming Holdings, Inc. 150 Crossways Park West Woodbury, NY 11797

Dear Andrea,

In preparation for your deployment of video dialtone service in Dover Township, New Jersey, Bell Atlantic has put together the attached Video Dialtone Service Handbook. The handbook covers a wide range of information including a detailed service description, network design, testing information, marketing information, service center descriptions and functions, ordering and billing information, and inside wire and digital entertainment terminal installation and repair services. It also includes general business documents that may be useful.

Much of the information is marked as both proprietary and copyrighted, however, you can reproduce it for your use subject to the conditions of the non-disclosure agreement. We suggest you review the handbook with the appropriate people within your company, hopefully before our meeting on Monday, July 10. We can have a general review of the document, or focus on your specific requirements.

We look forward to seeing you on Monday. I will try to close with you on some specific agenda items before the end of Friday, July 7.

Sincerely,

Attachment